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**DODSON PARKER
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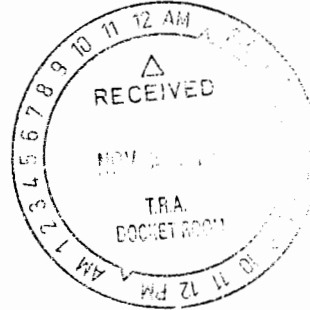
Of Counsel
Michael B. Bressman
Cynthia C. Chappell
Candi Henry

Harlan Dodson Jr.
(1916-1986)

November 21, 2014

Via Hand Delivery

Chairman Herbert H. Hilliard
c/o Sharla Dillon, Dockets and Records Manager
Tennessee Regulatory Authority
502 Deaderick Street, 4th Floor
Nashville, Tennessee 37243



**Re: Docket No. 14-00145 : Application of Google Fiber Tennessee, LLC
for a State-Issued Certificate of Franchise Authority**

Dear Chairman Hilliard:

Enclosed please find an original and fourteen (14) copies of the Application of Google Fiber Tennessee, LLC for a State-Issued Certificate of Franchise Authority. Please date-stamp one copy for our files. Also, please find enclosed a \$5,000 check for the statutory application fee.

If you have any questions concerning this filing, please do not hesitate to contact me at (615) 254-2291 or by email at mbressman@dodsonparker.com. Thank you for your assistance with this matter.

Sincerely,

Michael B. Bressman

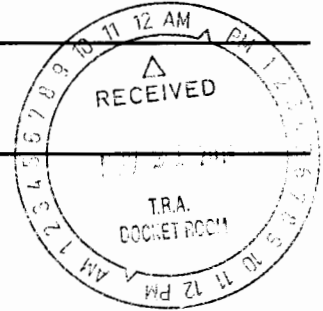
Enclosure

cc: Mayor Karl Dean

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

IN RE:)
)
APPLICATION OF GOOGLE FIBER)
TENNESSEE, LLC FOR A STATE-ISSUED) Docket No. _____
CERTIFICATE OF FRANCHISE AUTHORITY)

AFFIDAVIT OF DENNIS KISH



STATE OF CALIFORNIA)
)
COUNTY OF SANTA CLARA)

I, Dennis Kish, in accordance with the requirements of the Competitive Cable and Video Services Act, Tenn. Code Ann. § 7-59-301, *et seq.* (“Act”), state as follows:

I am a Manager of Google Fiber Tennessee, LLC and am authorized to make this Affidavit on behalf of Applicant.

1. Name of Applicant

Applicant is Google Fiber Tennessee, LLC (“Google Fiber”).

2. Application Fee for Service Area Population of 500,000, up to and including 1,000,000 (Section 305(b)(1) of the Act)

Google Fiber submits the application fee of \$5,000 with this application on the basis of the population, as reflected by the most recent decennial census, of the service areas listed in Exhibit A attached to this application.

3. Compliance with Applicable Laws (Section 305(c)(1) of the Act)

Google Fiber agrees to comply with all applicable federal and state laws and regulations to the extent that such state laws and regulations are not in conflict with or superseded by the Act or other applicable law. Google Fiber will timely file with the FCC all forms required by the FCC in advance of offering video service or cable services.

4. Description of Municipalities and Unincorporated Areas Within Counties to be Served (Section 305(c)(2) of the Act)

Exhibit A to this application, incorporated by reference, contains a written description of

the municipalities and unincorporated areas within counties to be served, in whole or in part, by Google Fiber.

5. Intent to Offer Video Service or Broadband Internet Service (Section 305(c)(3) of the Act)

Google Fiber intends to begin to offer video service for purchase or provide new broadband Internet service in accordance with Section 311(d) of the Act in each of the municipalities and unincorporated areas within counties listed in Exhibit A within twenty-four (24) months of the date of issuance of a state-issued certificate of franchise authority.

6. Indemnification (Section 305(c)(4) of the Act)

Google Fiber agrees to indemnify and hold harmless, in accordance with Section 318 of the Act, the state, municipality, county, and any employee or representative of the state, municipality or county, as well as any political subdivision of the state and any employee or representative of the political subdivision, individually and collectively, referred to in Section 318 of the Act as the “indemnitee.”

7. Google Fiber’s Contact Information (Section 305(c)(5) of the Act)

- a. Google Fiber’s principal place of business is 1600 Amphitheatre Parkway, Mountain View, California 94043.
- b. Google Fiber’s telephone number is 650-253-0000.
- c. Google Fiber’s principal executive officers are:

Kenneth Yi – Manager
Dennis Kish – Manager

- d. Google Fiber authorizes the following persons to represent it before the Tennessee Regulatory Authority:

Kenneth Yi – Manager, Google Fiber
Dennis Kish – Manager, Google Fiber
Michael B. Bressman and Margaret Behm – Attorneys, Dodson, Parker, Behm & Capparella, P.C.

8. Google Fiber has the Managerial, Financial and Technical Qualifications to Provide Video Service (Sections 305(c)(6) and 305(d)(2) of the Act)

Google Fiber affirms that it has the managerial, financial, and technical qualifications to provide video service as required by Sections 305(c)(6) and 305(d)(2) of the Act. Google Fiber, and its parent company, Google Fiber Inc., have engaged in an extensive process to evaluate the feasibility of deploying services in the service areas listed in Exhibit A and reasonably conclude that Google Fiber will be able to deploy services to those service areas within the timeframe

required by Sections 305(c)(3) and 311(d) of the Act.

Google Fiber is a second-level (through Google Fiber Inc.), wholly-owned subsidiary of Google Inc., a Fortune 500 company. Google Fiber Inc., through its subsidiaries, currently holds multiple video services franchises with local governments in Missouri and Utah and state-issued franchises in Kansas and Texas. Google Fiber Inc. is providing or constructing its fiber networks to provide video and broadband Internet services in the Kansas City area (both in Missouri and Kansas); Provo, Utah; and Austin, Texas. Google Fiber Inc. began providing those services in Kansas City in September 2012 and launched its services in Provo in January 2014. Google Fiber Inc. soon will begin to offer those services in Austin and has announced that it is considering offering such services in another thirty-four (34) cities around the country, including Nashville. Additionally, the California Public Utility Commission granted a state-issued video services franchise to Google Fiber California, LLC in August 2011, and on June 11, 2014, the city council of Portland, Oregon voted to award Google Fiber Oregon, LLC a franchise to build a fiber network to provide video and broadband Internet services in Portland. Google Fiber's Managers are actively involved with the management of Google Fiber Inc. and/or its various state subsidiaries. The success and growth of Google Fiber as a provider of video and broadband Internet services evidences its managerial, financial, and technical qualifications to provide video services.

9. Description of Google Fiber's Customer Service Complaint Handling Process (Section 305(c)(7) of the Act)

Google Fiber, through its parent, Google Fiber Inc., provides customers with multiple options for addressing questions, comments, or complaints about their video or broadband Internet service. Google Fiber Inc. maintains a customer support website at <https://fiber.google.com/support/>. The website contains answers to frequently asked questions (FAQs), account and billing information, and policies. Additionally, the website provides ways to contact support by email (with responses within 24 hours) or live chat with a team member. Customers also may contact Google Fiber twenty-four hours per day, seven days per week via a toll-free telephone number at 866-777-7550.

10. Notice to Affected Local Governing Authority (Section 305(c)(8) of the Act)

Google Fiber has provided notice to each affected local governing authority listed in Exhibit A at each address set forth in the list attached as Exhibit B of its right to receive a franchise fee consistent with the Act. Notice also will be provided to other entities with facilities in the rights-of-way, consistent with any nondiscriminatory and generally applicable local ordinance or resolution requiring notice prior to performing any installation in the right-of-way.

11. Compliance with Requirements of the Act (Section 305(c)(9) of the Act)

Google Fiber agrees to comply with the requirements set forth in the Act, expressly including the applicable nondiscrimination and service deployment requirements of Section 311 of the Act. Google Fiber acknowledges the provisions of Section 312 of the Act relative to enforcement of nondiscrimination and deployment requirements.

**12. Notice to Affected Local Governing Authority Prior to Providing Service
(Section 305(c)(10) of the Act)**

Google Fiber will provide notice to an affected local governing authority ten (10) days prior to providing video service in that jurisdiction.

13. Minority-Owned Business Participation Plan (Section 305(c)(10) of the Act)

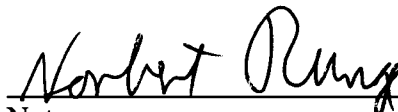
Google Fiber's minority-owned business participation plan is attached as Exhibit C. Google Fiber agrees to comply with the provisions of its minority-owned business participation plan in accordance with Section 313 of the Act.

State of California }
County of Santa Clara } 55



Dennis Kish

Sworn to and subscribed before me November 17, 2014.



Notary

My commission expires: Dec. 27, 2016

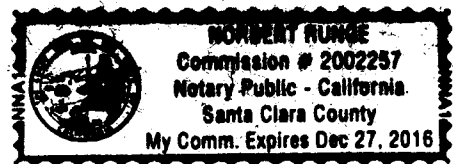


EXHIBIT A

**DESCRIPTION OF MUNICIPALITIES AND UNINCORPORATED AREAS WITHIN
COUNTIES TO BE SERVED IN WHOLE OR IN PART**

Google Fiber Tennessee, LLC's service area will be the Metropolitan Government of Nashville and Davidson County, excluding the areas comprised of the incorporated satellite cities.

EXHIBIT B

**NOTICE TO AFFECTED LOCAL GOVERNING AUTHORITIES
OF RIGHT TO RECEIVE A FRANCHISE FEE**

Municipality/County	Government Official	Address
Metropolitan Government of Nashville and Davidson County	Mayor Karl Dean	100 Metro Courthouse Nashville, TN 37201

EXHIBIT C

MINORITY-OWNED BUSINESS PARTICIPATION PLAN

Google Fiber Tennessee, LLC's Minority-Owned Business Participation Plan

Pursuant to T.C.A. § 7-59-305(11), Google Fiber Tennessee, LLC (“Google Fiber”) submits this minority-owned business participation plan for actively soliciting bids from minority-owned businesses and letting contracts to such businesses when establishing, providing, or expanding video services and related support facilities. As addressed in more detail below, Google Fiber will strive to maximize participation of minority-owned businesses through both prime and second-tier business contracting opportunities and will strive to achieve a level of minority-owned business participation representative of the population demographics of the state.

Definitions

For the purposes of this plan, unless the context otherwise requires:

1. “Minority-owned business” means a business that is solely owned, or at least fifty-one percent (51%) of the assets or outstanding stock of which is owned, by an individual who personally manages and controls the daily operations of the business and who is impeded from normal entry into the economic mainstream because of:
 - A. Past practices of discrimination based on race, religion, ethnic background or sex, including, but not limited to, women;
 - B. A disability as defined in T.C.A. § 4-26-102, including, but not limited to, disabled veterans; or
 - C. Past practices of racial discrimination against African Americans; and
2. “Minority-owned business participation plan” means a business plan for actively soliciting bids from minority-owned businesses and letting contracts to such businesses when establishing, providing or expanding cable¹ or video services and related support facilities. The plan shall include the following information:
 - A. A proposal for purchasing goods and services from minority-owned businesses;
 - B. Information on programs to provide technical assistance to such businesses; and
 - C. A statement of intent to follow its minority-owned business participation plan.

¹ Google Fiber will provide video services, not cable services.

Google Fiber's Diversity Policy Statement

Google Fiber is a second-level (through Google Fiber Inc.), wholly-owned subsidiary of Google Inc., a Fortune 500 company. Google Inc. is one of the leading technology companies in the world. Google Inc. has a longstanding commitment to provide and expand opportunities for minorities and minority-owned businesses. For example, Google Inc. has established training programs to teach minority-owned businesses how to market themselves and generate business leads. Additionally, it also offers internships and scholarships for minority students to train them in various technology fields, including computer science, and offers additional programs to expose students to the technology industry. A major objective of these internships and programs is to increase diversity within Google Inc. and its subsidiaries and the technology industry as a whole.

Google Fiber, like Google Inc., is committed to affording opportunities for minority-owned businesses. Specifically, Google Fiber is committed to the goals of T.C.A. § 7-59-313 and to taking steps to support and increase the participation of minority-owned businesses in the provision of video services and related support facilities. Google Fiber will seek to provide opportunities for such businesses to compete for contracts and subcontracts for goods and services. As part of its procurement process, Google Fiber will make efforts to identify and inform qualified minority-owned businesses of opportunities to supply goods and services to Google Fiber. Furthermore, Google Fiber will seek to increase awareness of such opportunities so that companies not otherwise identified will have sufficient information to participate in the procurement process.

Proposal For Purchasing Goods And Services From Minority-Owned Businesses

Google Fiber will seek to make available opportunities for minority-owned business suppliers. Darren Ward, Director of Supply Chain Operations, will oversee and administer the plan and will be responsible for promoting Google Fiber's efforts to provide opportunities for minority-owned businesses. The Google Fiber team will review, revise, and develop policies and procedures necessary for successful implementation of the plan. Google Fiber will continue to search for and develop opportunities to partner with or utilize the services of minority-owned businesses and encourage such businesses to participate in and bid on contracts and subcontracts. Google Fiber will track qualified minority-owned businesses and seek to use the goods and services of such businesses. Google Fiber also will work to provide information and educational activities to train Google Fiber's employees to identify, encourage, and promote the use of minority-owned businesses.

Google Fiber recognizes that its suppliers play an important role in offering subcontracts and other opportunities to minority-owned businesses and members of historically disadvantaged communities. Google Fiber will emphasize with all of its suppliers its expectations that the suppliers will work to increase diversity in hiring, promote minority-owned business opportunities, and use goods and services supplied by minority-owned businesses. Google Fiber will assist them in identifying such companies and business opportunities.

To reach minority-owned businesses and to support and increase the participation of minority-owned businesses in the provision of video services and related support facilities, Google Fiber will use the list compiled by the Governor's Office of Diversity Business and may collaborate with a number of third party or community organizations.

Information About Programs To Provide Technical Assistance To Minority-Owned Businesses

As mentioned above, Google Fiber will provide information about business openings, prospects, training and education programs, and other initiatives of interest to minority-owned businesses. Additionally, Google Fiber will work with various third party and community organizations to provide support for training and development of minority-owned businesses.

Statement Of Intent To Follow Its Minority-Owned Business Participation Plan and File Annual Reports

Google Fiber agrees to comply with the provisions of this plan in accordance with T.C.A. § 7-59-313. Specifically, Google Fiber will strive to maximize participation of minority-owned businesses through both prime and second-tier business contracting opportunities. Google Fiber also will strive to achieve a level of minority-owned business participation representative of the population demographics of the state.

In accordance with T.C.A. § 7-59-313(d), by January 31 of each year, Google Fiber will prepare and submit an annual report to the Tennessee Regulatory Authority concerning the status of Google Fiber's minority-owned business participation plan and compliance with the plan.

Any questions about this plan may be addressed to:

Darren Ward
Google Fiber Tennessee, LLC
1600 Amphitheatre Parkway
Mountain View, California 94043